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OFFICE OF THE  
SECRETARY  
OF THE  
INTERSTATE  
COMMERCE  
COMMISSION  
URBAN A. LESTER  
DECEMBER 17, 1993

December 17, 1993

RECORDATION NO. 18599 FILED 1425

DEC 20 1993 -9 05 AM

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 18599 FILED 1425

Dear Mr. Strickland:

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor

Debtor:

ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Lessee:

Lyondell Polymers Corporation  
PO Box 3646  
Houston, TX 77253-3646

Assignee/

Secured Party:

BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 94111

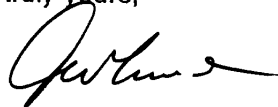
Mr. Sidney L. Strickland, Jr.  
December 17, 1993  
Page 2

A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. **18599** FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by

*Harish Chok*

Title: ASSISTANT TREASURER

STATE OF NEW YORK     )  
                              ) ss.  
COUNTY OF NEW YORK    )

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires:

DAVID M BRENSILBER  
Notary Public, State of New York  
Qualified in New York County  
No. 4980938  
Commission Expires April 29, 1995

# Equipment

## Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96172	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96179	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96183	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96187 To 96188	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96196	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96200	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96896	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96898 To 96899	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96902	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96904 To 96905	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96908	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96910	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96915 To 96917	3	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96920	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96922	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96926 To 96930	5	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96932	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96937 To 96939	3	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96944	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96948 To 96949	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96953 To 96954	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96958	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96961 To 96962	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96964 To 96965	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96970 To 96975	6	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96977 To 96979	3	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96986 To 96989	4	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96993	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96995	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 96997	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97002	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97004	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97006 To 97009	4	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97012 To 97013	2	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97015 To 97020	6	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97022 To 97025	4	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97027	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97032	1	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 97035 To 97043	9	C214
LYONDELL POLYMERS CORPORATION	5347001	ACFX 98399	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97300	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97305	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97307	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97311	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97319	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97325	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97327	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97330	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97332 To 97335	4	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97337 To 97338	2	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97341	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97344	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97347 To 97349	3	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97432	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97435	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97437	1	C214

# Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97439	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97441 To 97443	3	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97447	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97449	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97453	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97456	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97458	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97460 To 97461	2	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97466	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97468	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97471	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97482	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97486	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97489 To 97490	2	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97492	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97494 To 97500	7	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97503	1	C214
LYONDELL POLYMERS CORPORATION	5347003	ACFX 97505	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 96753	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 96766	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 96795	1	C214
LYONDELL POLYMERS CORPORATION	5347007	ACFX 98245	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 96199	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 96412	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 97118	1	C214
LYONDELL POLYMERS CORPORATION	5347018	ACFX 97126	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96779	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96913	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96919	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 96935	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97044	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97049	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97731	1	C214
LYONDELL POLYMERS CORPORATION	5347019	ACFX 97884	1	C214